

OFFER OPENING PUBLIC ANNOUNCEMENT

For the attention of the Equity Shareholders of

TECIL CHEMICALS AND HYDRO POWER LIMITED

Regd Office : P.O. Chingavanam, Dist Kottayam, Chingavanam, Kerala, PIN :686531;
Tel: 0481-2439110; e-mail : tecilchemicals@gmail.com CIN : L24299KL1945PLC001206

This advertisement is being issued by **Arihant Capital Markets Limited**, Manager to the Offer on behalf of **Mr. Varghese Kurian (“Acquirer”)** pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“**SEBI SAST Regulations**”) in respect of Open Offer to acquire up to 49,30,562 Equity Shares (“**the Open Offer**”), constituting 26% of the fully diluted voting Equity Share Capital of **TECIL CHEMICALS AND HYDRO POWER LIMITED (“Target Company”)**. The Detailed Public Statement (“**DPS**”) with respect to the aforementioned Offer was published on March 20, 2017 in (a) Business Standard, all India English & Hindi editions; (b) Mangalam, Kottayam, Kerala, Malayalam edition; and (c) Mumbai Lakshwadeep, Mumbai Marathi edition.

1. The offer price is Rs. 13/- per Equity Share (“Offer Price”) payable in cash. There has been no revision in the Offer Price.

2. The Committee of Independent Directors (IDC) of the Target Company have issued following recommendation (relevant extracts) on the offer :

IDC believes that the Offer is fair and reasonable based on the following reasons:

IDC considered the Negotiated price and the Fair value determined in accordance with parameters of Regulation 8(2)(e) of the Target Company and was convinced that the offer price of Rs. 13/- (Rupee Thirteen only) per Equity share is highest of both the values and is in accordance with the SEBI SAST Regulations.

Recommendation of IDC of the Target Company was published on May 2, 2017 in Business Standard (English & Hindi all editions); and Mumbai Lakshwadeep and on May 3, 2017 in Mangalam, Kottayam edition.

3. This is not a competing offer. There has been no competing offer to this Offer.

4. The Letter of Offer (LOF) has been dispatched on May 2, 2017 to the registered Shareholders of the Target Company whose addresses were available as on identified date as per the records of the Target Company, on May 2, 2017.

5. **Please note that a copy of the LOF (including Form of Acceptance/Tender Form) is also available on Securities and Exchange Board of India (“SEBI”) website (<http://www.sebi.gov.in/>). Registered / unregistered Shareholders or shareholders who may not have received the LOF for any reason whatsoever, if they so desire, may also apply on the Form of Acceptance/Tender Form downloaded from SEBI’s website.**

6. **FOR THE ATTENTION OF THE SHAREHOLDERS**

SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 has provided guidelines on the mechanism for acquisition of shares through the stock exchange pursuant to, inter alia, tender-offers under SEBI (SAST) Regulations, to facilitate tendering of shares by the shareholders and settlement of the same through the stock exchange mechanism. Accordingly, this Offer is being carried out through the stock exchange mechanism (in the form of a separate acquisition window provided by BSE, being the designated stock exchange), and hence would be subject to payment of securities transaction tax (STT). For further details, Shareholders are requested to refer to the section titled “**Procedure for Acceptance and Settlement**” on page 15 of the LOF.

7. **In case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement / Tender Form, the application can be made on plain paper along with the following details:**

(a) In case of Equity Shares held in physical form: Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their respective broker and open a trading account with them, if they already do not have such trading account and providing the following details in the plain paper - Name(s) and address(es) of sole/joint holder(s) (if any), number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy, self-attested copy of address proof consisting of any one of the following documents: aadhar card, voter identity card, passport or driving license, original share certificate(s), original broker contract note of a registered broker (in case of unregistered shareholders) and valid share transfer form(s) duly filled and signed by the transferors. The details of the Acquirer(s) should be kept blank.

(b) In case of Equity Shares held in dematerialised form: Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer. The non-resident Shareholders may also participate in the Offer through their broker by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.

8. All the changes to draft LOF suggested by SEBI vide their letter dated April 20, 2017 bearing reference number CFD/DCR/OW/2017/8948, in terms of Regulation 16(4) of the SEBI SAST Regulations, have been incorporated in the LOF. Since there were no changes in the schedule of activities as envisaged in the DPS, no corrigendum to the DPS was required to be issued.

9. As on the date of this Offer Opening Public Announcement, no statutory approvals are required by the Acquirer to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

10. Schedule of Activities :

Activity	Day and Date
Public Announcement (PA) Date	Friday, March 10, 2017
Detailed Public Statement (DPS) Date	Monday, March 20, 2017
Last date for competing offer	Wednesday, April 12, 2017
Identified Date*	Monday, April 24, 2017
Date when Letter of Offer were dispatched to the Shareholders	Tuesday, May 2, 2017
Date of commencement of Tendering Period	Tuesday, May 9, 2017
Date of closure of Tendering Period	Tuesday, May 23, 2017
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or Equity Share certificate for the rejected Equity Shares will be dispatched	Tuesday, June 6, 2017
Date by which the underlying transaction which triggered the open offer will be completed.	Latest within 30 days from the completion of all the formalities relating to the Open Offer

* Date falling on the 10th working day prior to the commencement of the Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOF.

The Acquirer accepts full responsibility for the information contained in this Announcement and also for the fulfilment of their obligations laid down in the SEBI SAST Regulations.

A copy of this Offer Opening Public Announcement shall also be available on the SEBI website at www.sebi.gov.in.

Issued by : Managers to the Offer	On behalf of Acquirer and PACs
 ARIHANT capital markets ltd. Merchant Banking Division SEBI REGN NO.: INM 0000110701011 Solitaire Corporate Park, 1st floor Building No. 10, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai- 400 093 Tel. No. : +91- 22- 4225 4800/862; Fax. No.: +91- 22- 4225 4880 Email: mbd@arihantcapital.com Website: www.arihantcapital.com Contact Persons: Mr. Amol Kshirsagar / Mr. Satish Kumar P.	Mr. Varghese Kurian Flat No. 1, Building 108, Road 3302, Block 333, Umm Al Hassam, Bahrain; Permanent Address : Puthenpurakkal House, Kochukoickal. P. O, Pathanamthitta, Kerala, Pin : 689667

Place : Mumbai

Date : May 8, 2017